## Client Update: Singapore

2024 AUGUST



Banking & Finance | Capital Markets

# MAS Proposes to Impose on All REITs Minimum Interest Coverage Ratio Threshold and Aggregate Leverage Limit of 50%

### Introduction

The Monetary Authority of Singapore ("MAS") issued a consultation paper seeking comments on its proposals to:

- (a) simplify the leverage requirements for real estate investment trusts ("REITs"); and
- (b) require REITs to perform and disclose sensitivity analyses on the impact of changes in EBITDA and interest rates on their interest coverage ratio ("ICR")<sup>1</sup> in their interim financial results and annual reports.

Comments on the proposals must be submitted to MAS by 23 August 2024.

### Simplifying Leverage Requirements for REITs

Currently, a REIT may increase its aggregate leverage<sup>2</sup> beyond the 45% limit, up to a maximum of 50% only if the REIT has a minimum ICR of 2.5 times after taking into account the interest payment obligations arising from new borrowings.

MAS proposes to amend the leverage requirements for REITs in Singapore as follows:

(a) all REITs will be subject to a minimum ICR of 1.5 times at all times, regardless of their aggregate leverage level. However, if a REIT's ICR falls below the minimum of 1.5 times due to circumstances beyond the control of the REIT manager (e.g. substantial business interruptions or closures due to nationalisation, expropriation, acts of war, terrorism, civil unrest, riots, strikes or acts of God), it will not be deemed as a breach of the ICR requirement; and

<sup>&</sup>lt;sup>2</sup> Aggregate leverage refers to the total borrowings and deferred payments of a REIT divided by the REIT's deposited property. The leverage limit seeks to ensure that a REIT manages its debt level and is well-capitalised.



<sup>&</sup>lt;sup>1</sup> ICR measures the debt servicing ability of a REIT and refers to the trailing 12 months' earnings before interest, tax, depreciation and amortisation ("**EBITDA**", excluding effects of any fair value changes of derivatives and investment properties, and foreign exchange translation) divided by the trailing 12 months' interest expense, borrowing-related fees and distributions on hybrid securities.

# Client Update: Singapore 2024 AUGUST



Banking & Finance | Capital Markets

(b) **all REITs will be subject to a higher single aggregate leverage limit of 50%.** The aggregate leverage limit of 50% together with the ICR floor aim to foster prudent borrowings by REITs.

The proposals would allow Singapore REITs to have greater financial flexibility to navigate the high-interest rate environment.

#### **Enhanced Disclosures**

It is proposed that REITs should perform and disclose sensitivity analyses on the impact of changes in EBITDA and interest rates on REITs' ICRs in their interim financial results and annual reports. This helps investors understand on how a REIT's credit profile could be affected by changes in market conditions.

REIT Managers should provide analyses that are reasonable, based on each REIT's business profile.

For consistency and comparability across the industry, the interest rate sensitivity analyses should include at least one scenario assuming a 10% decrease in EBITDA and a 100 basis points increase in interest rates.

### **Concluding Remarks**

The proposals in the consultation paper, if adopted, are expected to give REITs greater flexibility in managing their financing structures. By balancing the need for prudent borrowing practices with the flexibility to navigate an ever-evolving economic landscape, MAS is setting the stage for a more resilient and dynamic REIT sector.

The proposals also dovetail with SGX RegCo's efforts to enhance financial disclosures by listed issuers (which include REITs) on SGXNET, as contained in its Regulator's Column issued in 2023 highlighting its expectations of disclosures on key financial indicators such as liquidity ratios, especially where these indicators raise investor concerns.

Please click on the links below for more information:

- MAS "<u>Consultation Paper on Proposed Amendments to the Leverage Requirements for REITs</u>" issued on 24 July 2024
- MAS press release titled "MAS Proposes to Impose Minimum Interest Coverage on All REITs" issued on 24 July 2024

If you have any queries on the above developments, please feel free to contact our team members below who will be happy to assist you.

# Client Update: Singapore

2024 AUGUST



### **Contacts**

### **Capital Markets**



Evelyn Wee Deputy Head, Corporate and Transactional Group Head, Capital Markets

T +65 6232 0724

evelyn.wee@rajahtann.com



**Tan Mui Hui**Deputy Head, Capital Markets
T +65 6232 0191

mui.hui.tan@rajahtann.com



Hoon Chi Tern
Deputy Head, Capital Markets
T +65 6232 0714
chi.tern.hoon@rajahtann.com



Favian Tan
Partner, Mergers & Acquisitions
T +65 6232 0626
favian.tan@rajahtann.com

Click here for our Partners in Capital Markets Practice.

### **Banking & Finance**



Ng Sey Ming Co-Head, Banking & Finance T +65 6232 0473

sey.ming.ng@rajahtann.com



Lee Weilin
Partner, Banking & Finance
T +65 6232 0707

weilin.lee@rajahtann.com



Lee Xin Mei
Partner, Banking & Finance
T +65 6232 0618
xin.mei.lee@rajahtann.com



Ho Mei Shi
Partner, Banking & Finance
T +65 6232 0711
mei.shi.ho@rajahtann.com

Click here for our Partners in Banking & Finance Practice.

Please feel free to also contact Knowledge Management at <a href="mailto:eOASIS@rajahtann.com">eOASIS@rajahtann.com</a>

# Client Update: Singapore

2024 AUGUST



## **Our Regional Contacts**

RAJAH & TANN SOK & HENG | Cambodia

Rajah & Tann Sok & Heng Law Office

T +855 23 963 112 / 113 F +855 23 963 116 kh.rajahtannasia.com

RAJAH & TANN 立杰上海

SHANGHAI REPRESENTATIVE OFFICE | China

Rajah & Tann Singapore LLP Shanghai Representative Office

T +86 21 6120 8818 F +86 21 6120 8820 cn.rajahtannasia.com

ASSEGAF HAMZAH & PARTNERS | Indonesia

Assegaf Hamzah & Partners

**Jakarta Office** 

T +62 21 2555 7800 F +62 21 2555 7899

**Surabaya Office** 

T +62 31 5116 4550 F +62 31 5116 4560 www.ahp.co.id

RAJAH & TANN | Lao PDR Rajah & Tann (Laos) Co., Ltd.

T +856 21 454 239 F +856 21 285 261 la.rajahtannasia.com

CHRISTOPHER & LEE ONG | Malaysia

**Christopher & Lee Ong** 

T +60 3 2273 1919 F +60 3 2273 8310 www.christopherleeong.com RAJAH & TANN | Myanmar

Rajah & Tann Myanmar Company Limited

T +95 1 9345 343 / +95 1 9345 346

F +95 1 9345 348 mm.rajahtannasia.com

GATMAYTAN YAP PATACSIL

GUTIERREZ & PROTACIO (C&G LAW) | Philippines

Gatmaytan Yap Patacsil Gutierrez & Protacio (C&G Law)

T +632 8894 0377 to 79 / +632 8894 4931 to 32

F +632 8552 1977 to 78 www.cagatlaw.com

RAJAH & TANN | Singapore

Rajah & Tann Singapore LLP

T +65 6535 3600 sg.rajahtannasia.com

RAJAH & TANN | *Thailand* R&T Asia (Thailand) Limited

T +66 2 656 1991 F +66 2 656 0833 th.rajahtannasia.com

RAJAH & TANN LCT LAWYERS | Vietnam

Rajah & Tann LCT Lawyers

Ho Chi Minh City Office

T +84 28 3821 2382 / +84 28 3821 2673

F +84 28 3520 8206

**Hanoi Office** 

T +84 24 3267 6127 F +84 24 3267 6128 www.rajahtannlct.com

Rajah & Tann Asia is a network of legal practices based in Asia.

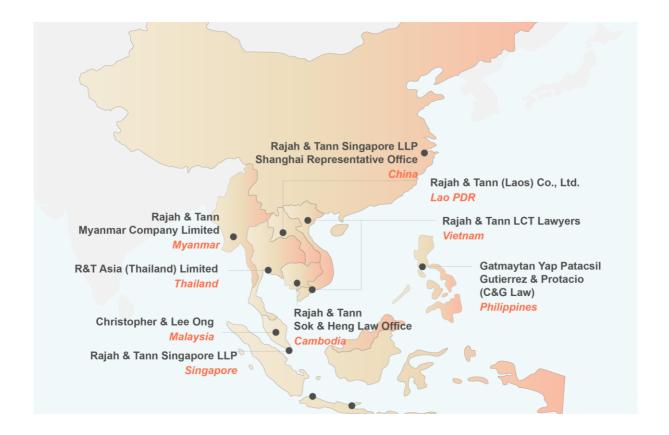
Member firms are independently constituted and regulated in accordance with relevant local legal requirements. Services provided by a member firm are governed by the terms of engagement between the member firm and the client.

This update is solely intended to provide general information and does not provide any advice or create any relationship, whether legally binding or otherwise. Rajah & Tann Asia and its member firms do not accept, and fully disclaim, responsibility for any loss or damage which may result from accessing or relying on this update.

# Client Update: Singapore 2024 AUGUST



## Our Regional Presence



Rajah & Tann Singapore LLP is one of the largest full-service law firms in Singapore, providing high quality advice to an impressive list of clients. We place strong emphasis on promptness, accessibility and reliability in dealing with clients. At the same time, the firm strives towards a practical yet creative approach in dealing with business and commercial problems. As the Singapore member firm of the Lex Mundi Network, we are able to offer access to excellent legal expertise in more than 100 countries.

Rajah & Tann Singapore LLP is part of Rajah & Tann Asia, a network of local law firms in Cambodia, China, Indonesia, Lao PDR, Malaysia, Myanmar, the Philippines, Singapore, Thailand and Vietnam. Our Asian network also includes regional desks focused on Brunei, Japan and South

The contents of this Update are owned by Rajah & Tann Singapore LLP and subject to copyright protection under the laws of Singapore and, through international treaties, other countries. No part of this Update may be reproduced, licensed, sold, published, transmitted, modified, adapted, publicly displayed, broadcast (including storage in any medium by electronic means whether or not transiently for any purpose save as permitted herein) without the prior written permission of Rajah & Tann Singapore LLP.

Please note also that whilst the information in this Update is correct to the best of our knowledge and belief at the time of writing, it is only intended to provide a general guide to the subject matter and should not be treated as a substitute for specific professional advice for any particular course of action as such information may not suit your specific business and operational requirements. It is to your advantage to seek legal advice for your specific situation. In this regard, you may call the lawyer you normally deal with in Rajah & Tann Singapore LLP or email Knowledge Management at eOASIS@rajahtann.com.